

**BEFORE THE PUBLIC UTILITIES COMMISSION  
OF THE STATE OF CALIFORNIA**



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Order Instituting Rulemaking to Implement  
the California Renewables Standard  
Program.

R. 04-04-026

**COMMENTS OF  
PACIFIC GAS AND ELECTRIC COMPANY (U 39-E)  
ON THE PROPOSED DECISION ON AMENDED  
PETITION FOR MODIFICATION OF D. 04-06-014  
(STANDARD TERMS AND CONDITIONS)**

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October 22, 2007

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**I. INTRODUCTION AND SUMMARY**

Pursuant to Rule 14.3 of the Commission’s Rules of Practice and Procedure, Pacific Gas and Electric Company (“PG&E”) provides the following comments on the proposed decision of Administrative Law Judge (“ALJ”) Mattson issued October 1, 2007 (the “Proposed Decision”) granting, in part, the joint amended petition of PG&E and Southern California Edison (“SCE”) to modify Decision (“D.”) 04-06-014.

In general, PG&E supports the Proposed Decision. As PG&E and SCE indicated in their petition to modify, many of the Renewables Portfolio Standard (“RPS”) modifiable and non-modifiable standard terms and conditions (“STCs”) originally approved by the Commission need to be changed or re-categorized. The Proposed Decision adopted many of the proposed changes advocated by PG&E and SCE. These changes will streamline and ease renewables procurement and contract negotiation for both utilities and developers, providing much needed improvement and substantially furthering progress towards attainment of California’s renewables goals.

There are, however, certain aspects of the Proposed Decision that need to be modified in order to avoid creating obstacles to future RPS contracting.

In particular, the Commission must:

- (1) Categorize the “Eligibility” STC as modifiable or in the alternative, include critical revisions to that provision as provided herein;
- (2) Modify the discussion of assignments in the Proposed Decision to reflect commercial realities; and
- (3) Delete the verification requirements for modifiable STCs included in the Proposed Decision.

All of these changes to the Proposed Decision are discussed in detail below, and PG&E’s proposed modifications to the Findings of Fact, Conclusions of Law and Ordering Paragraphs are indicated in redline in Appendix A, for the Commission’s reference.

One of the challenges in RPS procurement has been clearly identifying, in a single place, the comprehensive and updated STCs. PG&E therefore agrees with the Proposed Decision's recommendation that each future annual RPS Procurement Plan contain a document setting forth the full and complete set of the respective electrical corporations STCs and proposed changes for CPUC approval. In the interim, PG&E has attached, as Appendix B, a copy of the Proposed Decision's non-modifiable STCs with PG&E's further proposed edits, consistent with the changes discussed herein.

## **II. THE PROPOSED DECISION WOULD CREATE UNNECESSARY AND UNDESIRABLE OBSTACLES TO FUTURE RPS CONTRACTING.**

The Proposed Decision discusses the “Eligibility” STC, but ultimately concludes that this provision should not be changed to modifiable and proposes minor language changes to the provision.<sup>1</sup> PG&E agrees that the STC addressing qualification of the project as an Eligible Renewable Resource certified by the California Energy Commission, and the qualification of the project’s output under the requirements of the RPS program, is important. However, the Proposed Decision’s reasoning for retaining the eligibility STC as a non-modifiable and the

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<sup>1</sup> Proposed Decision at p. 16.

proposed language changes are inconsistent with prior Commission precedent. There is no record to support such a change in direction. Clarification of this language, consistent with Commission precedent and the record before the Commission, is now necessary.

The Proposed Decision states that it is not “unreasonable to require during the life of the contract that a seller’s project qualify as an Eligible Energy Renewable Resource” and that, in the event of a change in law, the Commission expects “the project to remain eligible, as determined by the CEC.”<sup>2</sup> However, in D.06-04-014, the Commission, reciting concerns raised by CEERT that a “seller cannot ensure that it will meet changeable standards” and that such a requirement could render renewable projects “potentially unfinanceable,” acted to provide certainty to sellers by eliminating explicit language from the draft version of the STC that would have required sellers to meet standards as they “may be amended or modified from time to time.”<sup>3</sup> The Proposed Decision’s interpretation of the “Eligibility” STC would have the completely opposite effect, requiring compliance with changing standards.

Given the maturity of the RPS program and renewables contracting, and the flexibility requested by all parties who have commented on the petition for modification, PG&E requests that the Commission provide increased, not decreased, flexibility on this issue. Some sellers have been unwilling to assume the risk of a change in the eligibility criteria for CEC qualification or certification throughout the term of the contract and sellers and/or their lenders may even refuse to take the risk of the criteria changing at any time after execution of the contract. PG&E therefore requests that the Commission provide the parties with the flexibility to determine the standards applicable to each seller that will continue for the life of the contract based on the type of resource, the location of the project, and term of the contract.

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<sup>2</sup> *Id.*

<sup>3</sup> Decision (“D.”) 04-06-014, *mimeo*, at pp. 14-15.

The Commission should expressly state that the contracting parties are permitted to determine for themselves the propriety of requiring the renewables project to meet new eligible criteria that come into effect after the execution date of the contract or the project's commercial operation date, by categorizing the "Eligibility" STC as modifiable. In the alternative, at a minimum the Commission should clarify the STC to be consistent with the Commission's original intent and, if it declines to make the STC modifiable, the Commission should adopt the proposed changes to the "Eligibility" STC set forth below.

Seller, and, if applicable, its successors, represents and warrants that throughout the Delivery Term of this Agreement: (i) the Project qualifies, ~~is certified by the CEC, and, in the event of changes in law continues to be certified by the CEC,~~ as an Eligible Renewable Energy Resource according to the CEC's eligibility criteria in existence at the time of the initial energy delivery date; and (ii) the Project's output delivered to Buyer qualifies under the requirements of the California Renewables Portfolio Standard in existence at the time of the initial delivery date.

### **III. THE DISCUSSION OF THE "ASSIGNMENTS" STC DEPARTS FROM COMMERCIAL REALITIES AND MUST BE MODIFIED**

PG&E can accept retention of the "Assignment" STC as a non-modifiable STC. However, the discussion in the Proposed Decision reflects a lack of awareness of the context in which a seller, in order to obtain financing of its renewable energy project, would seek PG&E consent to an assignment of certain rights and obligations under a power purchase agreement ("PPA").

A seller may request PG&E to consent to an assignment of a security interest in a PPA and to the accounts, revenues and proceeds of such PPA, to provide seller's lender with collateral for the amounts loaned to the seller. Without such an assignment, a third party source of financing or lender could refuse to provide funds to a seller to construct a new generation energy project. As sellers are typically not able to or do not have the resources to self-finance a new generation energy project, restrictions on assignment or partial assignment of rights under the PPA would likely mean that a project would not be developed.

To ensure that the new generation energy projects obtain financing and are successful, PG&E will generally consent to such assignments of security interests in a PPA and the associated the accounts, revenues and proceeds of such PPA with the appropriate consents to assignment executed by PG&E, seller and the lender. As third party lenders do not typically have the experience and ability to construct a new generation energy project and deliver renewable energy over the delivery term of the PPA, PG&E does not require or desire that such third party lenders assume all of the obligations under the PPA. Instead, PG&E requires that those types of obligations remain with the seller, who is in the best position to perform under the PPA. Such a structure increases the likelihood that sellers will obtain necessary funding, that renewable projects will be brought to successful completion, and that they will be operated as expected under the PPA, minimizing risk to PG&E's customers and furthering the goals of the RPS program.

#### **IV. VERIFICATION REQUIREMENTS FOR CHANGES TO MODIFIABLE STCS SHOULD BE DELETED.**

The Proposed Decision would require that if a *modifiable* STC is changed, the utility must submit a verification by each of the contracting parties affirming that all the changes are non-substantive except for those changes the parties specifically identify to be substantive, along with the advice letter seeking approval for the contract.<sup>4</sup> This new requirement is inconsistent with the concept of a “modifiable” STC, which by its very nature should be changeable as parties see fit to meet the needs of renewable project development. A verified statement with respect to the modifiable STCs would impede timely completion and execution of contracts with sellers of renewable energy, and would result in delays in the preparation and filing of advice letters with the Commission for such contracts.

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<sup>4</sup> Proposed Decision at p. 23.

Currently, PG&E's negotiations with RPS sellers involve a time intensive and lengthy process to tailor the contracts to the specific needs of renewable projects. The parties must review and edit the *pro forma* contracts, engage in due diligence and consult with experts and advisors to ensure a reasonable opportunity for project success, at a reasonable price for consumers. Once the contract with a seller is executed, the seller looks to PG&E to prepare and file the advice letter for approval of the contract with the Commission. Following the execution of a contract, PG&E often needs several weeks to prepare and finalize each advice letter along with appendices for approval of a contract with the Commission. Sellers of renewable energy are not typically involved in this process.

Requiring a verified statement for the substantive changes to modifiable STCs from both parties will require PG&E to obtain such statement from each seller. A seller will, in turn, request PG&E's guidance in preparing and explaining the statement. PG&E is extremely concerned that a requirement for a verified statement from both parties to determine first the substantive changes to modifiable STCs and then to specifically identify the substantive changes will be not only a time consuming process, but a process with no benefit to sellers, buyers, or the goals of the RPS program.

Furthermore, the proposed requirement would pose an impossible burden. The term "substantive" is not clearly defined and is not necessarily at all related to whether the change materially impacts the intent of the STC. PG&E believes that determining whether a change is "substantive" will likely require a legal conclusion, and is subject to interpretation. This will burden sellers and buyers and, again, delay the process. Because the determination of whether changes are substantive is subjective, it is quite likely that the seller, PG&E and the Commission may have differing interpretations. This divergence could be problematic given the role that PG&E is requested to assume by the sellers of renewable energy along with the corresponding

potential liability as the statements are subject to the penalty of perjury.

While PG&E is amenable to preparing advice letters in a format that results in the efficient and timely review of contracts for approval by the Commission, the increased liability, time, effort, and complexity that would necessarily accompany obtaining verified statements from both parties would simply transform the modifiable STCs into non-modifiable STCs, injecting confusion and frustration into renewables negotiations. This requirement should be deleted from the Proposed Decision. PG&E notes that it is committed to provide, with each advice letter, a redline of the modifiable STCs clearly showing changes from the modifiable STCs in the *pro forma* contracts adopted in the relevant annual RPS Procurement Plan.

**V. THE CPUC APPROVAL PROVISION SHOULD BE MODIFIED TO REFLECT COMMISSION PRECEDENT.**

The non-modifiable “CPUC Approval” STC is appropriate for RPS contracts, but requires one modification. Subsection (c) provides that the Commission must determine that procurement under the RPS agreement “constitutes incremental procurement or procurement for baseline” pursuant to D.03-06-071. However, the Commission has eliminated the requirements to identify incremental and baseline procurement.<sup>5</sup> This subsection is therefore no longer consistent with the Commission’s RPS decisions and should be deleted to avoid unnecessary confusion.

**VI. THE STCS MUST REFLECT SB 1036’S DISCONTINUATION OF THE SEP PROCESS**

SB 1036, signed into law on October 14, 2007,<sup>6</sup> terminates the current SEP process. STC No. 3, “SEP Awards, Contingencies,” is intended to implement and ensure compliance with the

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<sup>5</sup> D.06-10-050 at p. 3.

<sup>6</sup> Stats. 2007, Ch. 685.



SEP process no longer serve any purpose, and must be eliminated to avoid unnecessary confusion.

## **VII. CONCLUSION**

PG&E appreciates the Commission's efforts to develop STCs, while ensuring that the development and use of these terms do not burden the RPS contract negotiation process and the ultimate success of the RPS program. PG&E would support the Proposed Decision as a good step in the right direction toward achieving these goals, if it is amended with the changes discussed above. The Commission should modify the Proposed Decision, consistent with these comments, adopt the modifications to the Findings of Fact, Conclusions of Law and Ordering Paragraphs shown in Appendix A, and approve the non-modifiable STCs as provided in Appendix B.

Respectfully submitted,

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## **APPENDIX A**

### **Proposed Modifications to the Findings of Fact, Conclusions of Law and Ordering Paragraphs in the Proposed Decision**

**Proposed Modifications to the Findings of Fact,  
Conclusions of Law and Ordering Paragraphs  
in the Proposed Decision**

**Findings of Fact**

\* \* \*

13. SB 1036 eliminates the current SEP program. STC 3, “SEP Awards, Contingencies” is no longer relevant or appropriate, and must be eliminated to reflect the statutory change.

~~13. 14. Each of the nine modifiable STCs identified in the table in Section 5.2, where applicable, is an important term.~~

\* \* \*

~~15. A statement, filed concurrently with parties’ submission of a contract for Commission consideration, that all changes to modifiable STCs are nonsubstantive, except for those specifically identified to be substantive, will facilitate a timely and efficient Commission review.~~

\* \* \*

**Conclusions of Law**

~~3. The petition, as amended, should be granted to the extent authorized herein on the condition that parties state with the submission of contracts for Commission review that all changes to modifiable STCs are non-substantive except for those specifically identified as substantive.~~

\* \* \*

## ORDER

\* \* \*

1. ... a. Of the total 14 standard terms and conditions (STCs), the number of non-modifiables is reduced from nine to ~~five~~ four. The ~~five~~ four non-modifiable STCs are: STC 1 (CPUC Approval), STC 2 (RECs and Green Attributes), ~~STC 6 (Eligibility)~~, STC 16 (Assignment) and STC 17 (Applicable Law). The contract language for these five STCs is modified ~~in part~~, as shown in Attachment A.

b. The remaining four non-modifiable STCs are converted to modifiable STCs, with the exception of STC 3, (SEP Awards, Contingencies), which is eliminated consistent with SB 1036. ~~and the~~ The remaining five modifiable STCs are retained as modifiable STCs. Further:

1. Each of the ~~nine~~ eight modifiable STCs must be included in each contract, to the extent applicable (~~e.g., a term for Supplement Energy Payments (SEPs) need not be included if seller is not seeking SEPs~~).

\* \* \*

~~3. When submitting a contract for Commission review, buyer and seller must include a verified statement, subject to penalties for perjury, that all changes in modifiable STCs are non-substantive except for those specifically identified as substantive.~~

[Existing Attachment A is to be replaced in its entirety with Appendix B to this pleading]

## **APPENDIX B**

### **Non-Modifiable Standard Terms and Conditions With PG&E's Proposed Changes**

## **Non-Modifiable Standard Terms and Conditions Including Changes Proposed By PG&E<sup>7</sup>**

### **STC 1: CPUC Approval**

“CPUC Approval” means a final and non-appealable order of the CPUC, without conditions or modifications unacceptable to the Parties, or either of them, which contains the following terms:

- (a) approves this Agreement in its entirety, including payments to be made by the Buyer, subject to CPUC review of the Buyer’s administration of the Agreement;
- (b) finds that any procurement pursuant to this Agreement is procurement from an eligible renewable energy resource for purposes of determining Buyer’s compliance with any obligation that it may have to procure eligible renewable energy resources pursuant to the California Renewables Portfolio Standard (Public Utilities Code Section 399.11 *et seq.*), Decision 03-06-071, or other applicable law; and
- ~~(c) finds that any procurement pursuant to this Agreement constitutes incremental procurement or procurement for baseline replenishment by Buyer from an eligible renewable energy resource for purposes of determining Buyer’s compliance with any obligation to increase its total procurement of eligible renewable energy resources that it may have pursuant to the California Renewables Portfolio Standard, CPUC Decision 03-06-071, or other applicable law.~~

CPUC Approval will be deemed to have occurred on the date that a CPUC decision containing such findings becomes final and non-appealable.

### **STC 2: RECs and Green Attributes**

- 3.1 “Green Attributes” means any and all credits, benefits, emissions reductions, offsets, and allowances, howsoever entitled, attributable to the generation from the Project, and its displacement of conventional Energy generation. Green Attributes include but are not limited to Renewable Energy Credits, as well as: (1) any avoided emissions of pollutants to the air, soil or water such as sulfur oxides (SO<sub>x</sub>), nitrogen oxides (NO<sub>x</sub>), carbon monoxide (CO) and other pollutants; (2) any avoided emissions of carbon dioxide (CO<sub>2</sub>), methane (CH<sub>4</sub>), nitrous oxide, hydrofluorocarbons, perfluorocarbons, sulfur hexafluoride and other greenhouse

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<sup>7</sup> Strike-outs represent language that PG&E is proposing to delete. Underlining represents language that PG&E is proposing to add.

gases (GHGs) that have been determined by the United Nations Intergovernmental Panel on Climate Change, or otherwise by law, to contribute to the actual or potential threat of altering the Earth's climate by trapping heat in the atmosphere; and (3) the reporting rights to these avoided emissions, such as Green Tag Reporting Rights. Green Tag Reporting Rights are the right of a Green Tag Purchaser to report the ownership of accumulated Green Tags in compliance with federal or state law, if applicable, and to a federal or state agency or any other party at the Green Tag Purchaser's discretion, and include without limitation those Green Tag Reporting Rights accruing under Section 1605(b) of The Energy Policy Act of 1992 and any present or future federal, state, or local law, regulation or bill, and international or foreign emissions trading program. Green Tags are accumulated on a MWh basis and one Green Tag represents the Green Attributes associated with one (1) MWh of Energy. Green Attributes do not include (i) any Energy, capacity, reliability or other power attributes from the Project, (ii) production tax credits associated with the construction or operation of the Project and other financial incentives in the form of credits, reductions, or allowances associated with the Project that are applicable to a state or federal income taxation obligation, (iii) fuel-related subsidies or "tipping fees" that may be paid to Seller to accept certain fuels, or local subsidies received by the generator for the destruction of particular preexisting pollutants or the promotion of local environmental benefits, or (iv) emission reduction credits encumbered or used by the Project for compliance with local, state, or federal operating and/or air quality permits. If the Project is a biomass or landfill gas facility and Seller receives any tradable Green Attributes based on the greenhouse gas reduction benefits or other emission offsets attributed to its fuel usage, it shall provide Buyer with sufficient Green Attributes to ensure that there are zero net emissions associated with the production of electricity from the Project.

- 3.2 Green Attributes. Seller hereby provides and conveys all Green Attributes associated with all electricity generation from the Project to Buyer as part of the Product being delivered. Seller represents and warrants that Seller holds the rights to all Green Attributes from the Project, and Seller agrees to convey and hereby conveys all such Green Attributes to Buyer as included in the delivery of the Product from the Project.

[The following definition should also be included as part of STC 2]

"Renewable Energy Credit" has the meaning set forth in California Public Utilities Code Section 399.12(g), as may be amended from time to time or as further defined or supplemented by Law.

**STC 16: Assignment**

Neither Party shall assign this Agreement or its rights hereunder without the prior written consent of the other Party, which consent shall not be unreasonably withheld; provided, however, either Party may, without the consent of the other Party (and without relieving itself from liability hereunder), transfer, sell, pledge, encumber or assign this Agreement or the accounts, revenues or proceeds hereof to its financing providers and the financing provider(s) shall assume the payment and performance obligations provided under this Agreement with respect to the transferring Party provided, however, that in each such case, any such assignee shall agree in writing to be bound by the terms and conditions hereof and so long as the transferring Party delivers such tax and enforceability assurance as the non-transferring Party may reasonably request.

**STC 17: Applicable Law**

Governing Law. This agreement and the rights and duties of the parties hereunder shall be governed by and construed, enforced and performed in accordance with the laws of the state of California, without regard to principles of conflicts of law. To the extent enforceable at such time, each party waives its respective right to any jury trial with respect to any litigation arising under or in connection with this agreement.



**CERTIFICATE OF SERVICE BY ELECTRONIC MAIL OR U.S. MAIL**

I, the undersigned, state that I am a citizen of the United States and am employed in the City and County of San Francisco; that I am over the age of eighteen (18) years and not a party to the within cause; and that my business address is Pacific Gas and Electric Company, Law Department B30A, 77 Beale Street, San Francisco, CA 94105.

I am readily familiar with the business practice of Pacific Gas and Electric Company for collection and processing of correspondence for mailing with the United States Postal Service. In the ordinary course of business, correspondence is deposited with the United States Postal Service the same day it is submitted for mailing.

On the 22nd day of October 2007, I caused to be served a true copy of:

**COMMENTS OF  
PACIFIC GAS AND ELECTRIC COMPANY (U 39-E)  
ON THE PROPOSED DECISION ON AMENDED  
PETITION FOR MODIFICATION OF D. 04-06-014  
(STANDARD TERMS AND CONDITIONS)**

- [X] By Electronic Mail – serving the enclosed via e-mail transmission to each of the parties listed on the official service list for R.04-04-026 with an e-mail address.
- [X] By U.S. Mail – by placing the enclosed for collection and mailing, in the course of ordinary business practice, with other correspondence of Pacific Gas and Electric Company, enclosed in a sealed envelope, with postage fully prepaid, addressed to those parties listed on the official service list for R.04-04-026 without an e-mail address.

I certify and declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct.

Executed on this 22nd day of October, 2007 at San Francisco, California.

\_\_\_\_\_  
/s/  
STEPHANIE LOUIE

# THE PUBLIC UTILITIES COMMISSION OF THE STATE OF CALIFORNIA SERVICE LIST

Downloaded October 22, 2007, last updated on October 3, 2007

**Commissioner Assigned:** Michael R. Peevey on April 28, 2004

**ALJ Assigned:** Anne E. Simon on March 24, 2005; **ALJ Assigned:** Burton Mattson on January 19, 2006

**CPUC DOCKET NO. R0404026 CPUC REV 10-03-07**

Total number of addressees: 193

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**ALJ Assigned:** Anne E. Simon on March 24, 2005; **ALJ Assigned:** Burton Mattson on January 19, 2006

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